

# EXHIBIT B

## Corporate Governance

28

### Corporate Governance report

LEONI AG is committed to maintaining responsible and transparent corporate governance, the principles of which are entrenched throughout the Company by statutory rules, the rules of procedure for the Management Board and Supervisory Board, LEONI AG's Articles of Association and in the German Corporate Governance Code (Code). They are observed in all the decision-making processes of the Management Board and the Supervisory Board. Pursuant to Section 3.10 of the Code, we hereinafter report on our corporate governance.

#### German Corporate Governance Code as guideline

In the 2008 financial year, LEONI fulfilled all the recommendations (so-called "shall" requirements) of the German Corporate Governance Code. Moreover, almost all the Code's suggestions (so-called "can" or "should" requirements) were also observed. ( ➤ Declaration of Conformity of the Management Board and Supervisory Board pursuant to Article 161 of the German Public Companies Act)

➤ Declaration of Conformity  
page 37

#### Shareholders and Annual General Meeting

Each share in LEONI AG on principle has one vote. Our shareholders can exercise their voting rights at the Annual General Meeting. All documents and reports for the last Annual General Meeting on 15 May 2008 were easily accessible on the website [www.leoni.com](http://www.leoni.com). Vote counting was electronic for the first time in 2008. To make it easier for shareholders who did not take part in the Annual General Meeting to exercise their rights, three voting right representatives were again appointed to cast these votes as per instructions. Shareholders were able to authorise and instruct these representatives, who could be reached throughout the meeting. It is also possible to transmit convening of the general meeting and other information to our shareholders by electronic means.

#### Collaboration between the Management Board and Supervisory Board

The Management and Supervisory Boards of LEONI AG collaborate closely for the benefit of the Company. The Management Board kept the Supervisory Board comprehensively informed on a regular and up-to-date basis about all key matters, especially with regard to planning, business performance, the risk situation and the compliance measures. In addition to the Supervisory Board meetings, the chairmen of the Management Board and Supervisory Board discussed impending matters in monthly meetings. The Management and Supervisory Boards discussed jointly and comprehensively all strategic questions and transactions requiring consent. These discussions were open and based on maintaining confidentiality.

The Management and Supervisory Boards observe the rules of proper corporate governance and are liable for damages to LEONI AG in the event of culpable breach of duties. The Directors & Officers liability insurance taken out by LEONI AG for the Management Board and the Supervisory Board includes an appropriate excess.

Information on the compensation for members of the Management and Supervisory Boards is provided in the ➤ compensation report. The compensation report was prepared in accordance with the recommendations of the German Corporate Governance Code and also contains a description of the compensation system. The compensation report is therefore also deemed to be part of this corporate governance report in terms of the corresponding recommendations.

➤ [compensation report](#)  
page 34

### Management Board

The Management Board of LEONI AG consists of three members:

#### **Dr-Ing Klaus Probst, Graduate in engineering, 55**

First appointed:	1997 (with LEONI since 1989)
Appointed until:	2010
Areas of responsibility:	President & CEO, Head of the Wire & Cable Solutions Division as well as Board responsibility for the Corporate Communications and Internal Audit departments

#### **Dieter Bellé, Graduate in business administration, 52**

First appointed:	2000
Appointed until:	2010
Areas of responsibility:	Head of the Accounting/Controlling, Finance, Legal Affairs/Corporate Governance, Information Management, Risk Management/Compliance, Investor Relations, Taxes and Human Resources departments

#### **Uwe H. Lamann, Graduate in engineering, 59**

First appointed:	1999
Appointed until:	2012
Areas of responsibility:	Head of the Wiring Systems Division

The Management Board is responsible for running the Company and dealing in the interests of LEONI AG with the aim of raising its enterprise value on a lasting basis. The Board's core duties include developing and implementing a strategy to match this objective. Furthermore, the Management Board ensures effective risk management and controlling as well as adherence to legal requirements and guidelines within the Company applying to all group subsidiaries (compliance). Forming the basis for this is among other things LEONI's Code of Ethics, which is binding on all employees. This Code of Ethics is accessible on our ➤ website.

➤ [www.leoni.com/About us/Corporate Responsibility](http://www.leoni.com/About us/Corporate Responsibility)

Members of the Management Board require the approval of the Supervisory Board to engage in any sideline work. So far as members of the Management Board did engage in any sideline work during the period under report, the Supervisory Board's approval was granted.

### **Supervisory Board**

The Supervisory Board of LEONI AG has twelve members, of whom six each are elected by employees and shareholders. There were two changes in membership during the year under report: Helmut Wirtz was appointed to the Supervisory Board, succeeding Paula Tsapanidis who retired from the Board at the end of June 2008 for health reasons. Benno Schwiegershausen, elected substitute member by the 2007 Annual General Meeting, succeeded Dr Werner Marnette, who resigned his office in mid July 2008 for career-related reasons.

The Supervisory Board monitors and advises the Management Board in running the Company and audits the efficiency of its work on a regular basis. The most recent efficiency audit took place during the meeting on 11 December 2008. The Board's duties are laid down in rules of procedure, which also set out the responsibilities of the committees. The rules of procedure were changed in 2008 to match the amendments to the German Corporate Governance Code: Pursuant to Section 2.4.2 of the Code, the system for compensating members of the Management Board including all material elements of their contracts is now agreed by Supervisory Board meetings and also regularly reviewed by the entire Board. The personnel committee, which met on two occasions in 2008, will now just assume an advisory and execution role in this respect. The duties of the audit committee were, pursuant to Section 7.1.2 of the Code, extended to include review of the half year and quarterly reports with the Management Board. This committee, which met three times during the year under report, also dealt with matters of compliance, risk management, the internal audit as well as the internal control system and, in so doing, also reviewed the effectiveness of the respective structures that are in place. Convening of the obligatory arbitration committee and of the nomination committee was not required in 2008.

### **Transparency**

LEONI makes use of a wide variety of media to comprehensively and equally inform our shareholders and the interested public on the Company's development. On our website we post all mandatory publications and an extensive range of additional information, in each case up to date. All publications, such as ad-hoc announcements, media releases, interim and annual reports are also issued in English. Press conferences and conference calls as well as the address of the Management Board chairman to the Annual General Meeting are recorded and made available on the internet for a limited time. A fiscal calendar, which can also be viewed on our website, provides information on the dates for all key releases and events.

### Directors' Dealings and Shareholdings

All share transactions carried out by members of the Management Board and of the Supervisory Board as well as parties related to them (Directors' Dealings pursuant to Article 15a of the German Securities Trading Act) are published on [www.leoni.com/Investor Relations/Corporate Governance](http://www.leoni.com/Investor_Relations/Corporate_Governance) ➤ LEONI's website as soon as we are advised to this effect. The following transactions were reported in 2008:

Date of transaction	Notifying party	Issuer	Place of transaction	Transaction subject to mandatory disclosure
01/08/2008	Dr Klaus Probst, President & CEO LEONI AG	LEONI AG*	Xetra, Frankfurt Stock Exchange	Purchase of 1,312 non-par value LEONI ordinary shares* at a price of € 30.95 and 688 non-par value LEONI ordinary shares* at a price of € 30.94 per share. Total volume: € 61,890.00
01/16/2008	Dr Klaus Probst, President & CEO LEONI AG	LEONI AG*	Xetra, Frankfurt Stock Exchange	Purchase of 5,000 non-par value LEONI ordinary shares* at an average price of € 27.17 per share. Total volume: € 135,842.29
01/16/2008	Dieter Bellé, Member of the Management Board of LEONI AG	LEONI AG*	Xetra, Frankfurt Stock Exchange	Purchase of 5,000 non-par value LEONI ordinary shares* at an average price of € 27.38 per share. Total volume: € 136,897.20
01/16/2008	Uwe H. Lamann, Member of the Management Board of LEONI AG	LEONI AG*	Munich/Düsseldorf/ Stuttgart/Frankfurt Stock Exchange	Purchase of 5,000 non-par value LEONI ordinary shares* at an average price of € 27.22 per share. Total volume: € 136,094.80
01/21/2008	Rita Probst, Person in close relation (spouse) to a member of the Management Board (Dr Klaus Probst – President & CEO LEONI AG)	LEONI AG*	Xetra, Frankfurt Stock Exchange	Purchase of 1,000 non-par value LEONI ordinary shares* at an average price of € 26.59 per share. Total volume: € 26,586.64
02/20/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 35,000 non-par value LEONI ordinary shares* at a price of € 27.27 per share. Total volume: € 954,450.00
02/22/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 55,000 non-par value LEONI ordinary shares* at a price of € 28.18 per share. Total volume: € 1,549,900.00
02/22/2008	NÜRNBERGER Beteiligungs-Aktiengesellschaft, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 30,000 non-par value LEONI ordinary shares* at a price of € 27.92 per share. Total volume: € 837,681.00
02/26/2008	NÜRNBERGER Beteiligungs-Aktiengesellschaft, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 20,000 non-par value LEONI ordinary shares* at a price of € 29.22 per share. Total volume: € 584,462.00
02/26/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 70,000 non-par value LEONI ordinary shares* at a price of € 28.65 per share. Total volume: € 2,005,500.00

Date of transaction	Notifying party	Issuer	Place of transaction	Transaction subject to mandatory disclosure
02/27/2008	NÜRNBERGER Beteiligungs-Aktiengesellschaft, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 20,000 non-par value LEONI ordinary shares* at a price of € 28.95 per share. Total volume: € 579,016,00
02/29/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 70,000 non-par value LEONI ordinary shares* at a price of € 28.08 per share. Total volume: € 1,965,600.00
03/04/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 85,000 non-par value LEONI ordinary shares* at a price of € 27.47 per share. Total volume: € 2,334,525.00
03/05/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 20,000 non-par value LEONI ordinary shares* at a price of € 27.45 per share. Total volume: € 549,000.00
03/06/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 25,000 non-par value LEONI ordinary shares* at a price of € 28.59 per share. Total volume: € 714,820.00
03/11/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 25,000 non-par value LEONI ordinary shares* at a price of € 27.46 per share. Total volume: € 686,408.00
03/18/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 20,000 non-par value LEONI ordinary shares* at a price of € 26.88 per share. Total volume: € 537,600.00
03/20/2008	NÜRNBERGER Lebensversicherung, Legal person, company or institution closely associated to a person performing managerial responsibilities (Dr Werner Rupp, Chairman of the Supervisory Board of LEONI AG)	LEONI AG*	Xetra	Purchase of 20,000 non-par value LEONI ordinary shares* at a price of € 26.65 per share. Total volume: € 533,040.00
05/16/2008	Ralf Huber, Member of the Supervisory Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange	Purchase of 150 non-par value LEONI ordinary shares* at a price of € 35.61 per share. Total volume: € 5,341.50
07/04/2008	Prof Dr Klaus Wucherer, Member of the Supervisory Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Dresdner Bank Nürnberg	Purchase of 2,000 non-par value LEONI ordinary shares* at a price of € 25.80 per share. Total volume: € 51,592.10
07/11/2008	Dr Klaus Probst, President & CEO LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Sparkasse Nürnberg	Purchase of 2,000 non-par value LEONI ordinary shares* at a price of € 23.90 per share. Total volume: € 47,800.00

Date of transaction	Notifying party	Issuer	Place of transaction	Transaction subject to mandatory disclosure
10/14/2008	Dieter Bellé, Member of the Management Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via HypoVereinsbank Nürnberg	Purchase of 3,000 non-par value LEONI ordinary shares* at an average price of € 13.73 per share. Total volume: € 41,185.14
10/14/2008	Dr Klaus Probst, President & CEO LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Sparkasse Nürnberg	Purchase of 3,000 non-par value LEONI ordinary shares* at an average price of € 13.79 per share. Total volume: € 41,377.96
10/14/2008	Uwe H. Lamann, Member of the Management Board of LEONI AG	LEONI AG*	Stuttgart Stock Exchange and Xetra/Frankfurt Stock Exchange	Purchase of 3,000 non-par value LEONI ordinary shares* at an average price of € 13.36 per share. Total volume: € 40,065.00
10/15/2008	Uwe H. Lamann, Member of the Management Board of LEONI AG	LEONI AG*	Xetra/Frankfurt Stock Exchange	Purchase of 1,000 non-par value LEONI ordinary shares* at a price of € 12.98 per share. Total volume: € 12,980.00
11/11/2008	Dr Werner Rupp, Member of the Supervisory Board of LEONI AG	LEONI AG*	XETRA, via Sparkasse Nürnberg	Purchase of 9,900 non-par value LEONI ordinary shares* at a price of € 9.00 per share and of 100 non-par value LEONI ordinary shares* at a price of € 8.99 per share. Total volume: € 89,999.00
11/24/2008	Dr Klaus Probst, President & CEO LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Sparkasse Nürnberg	Purchase of 3,000 non-par value LEONI ordinary shares* at a price of € 9.08 per share. Total volume: € 27,240.00
11/25/2008	Dieter Bellé, Member of the Management Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Commerzbank Nürnberg	Purchase of 5,000 non-par value LEONI ordinary shares* at a price of € 9.91 per share. Total volume: € 49,525.00
11/27/2008	Dieter Bellé, Member of the Management Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Unicredit Nürnberg	Sale of 5,000 non-par value LEONI ordinary shares* at an average price of € 11.24 per share. Total volume: € 56,154.32
11/28/2008	Dieter Bellé, Member of the Management Board of LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Commerzbank Nürnberg	Purchase of 7,000 non-par value LEONI ordinary shares* at an average price of € 10.81 per share. Total volume: € 75,588.48
11/28/2008	Christopher Probst, Person in close relation (son) to a member of the Management Board (Dr Klaus Probst – President & CEO LEONI AG	LEONI AG*	XETRA, Frankfurt Stock Exchange, via Sparkasse Nürnberg	Purchase of 6,000 non-par value LEONI ordinary shares* at a price of € 10.98 per share. Total volume: € 65,880.00

\* WKN 540888, ISIN DE0005408884

On 31 December 2008, members of LEONI AG's Management and Supervisory Boards held more than one percent of the shares issued by LEONI. These holdings broke down as follows:

Shareholdings	No. of shares on 31/12/2008	Percentage of share capital
Supervisory Board members and related parties	470,132	1.58
Management Board members and related parties	93,257	0.32
Supervisory Board and Management Board, total	563,389	1.90

**Accounting and audit of financial statements**

The consolidated financial statements for fiscal 2007 and 2008 as well as the condensed interim financial statements in the half-year report and in the two quarterly reports of LEONI AG were prepared in accordance with the International Financial Reporting Standards (IFRS). The Annual General Meeting on 15 May 2008 appointed accountants Ernst & Young AG of Stuttgart as the auditors for the year under report. The nomination was preceded by an examination of independence. This ruled out any business, financial, personal and other relations between Ernst & Young and its bodies as well as chief auditors on the one hand and LEONI AG as well as members of its bodies on the other hand that might give cause to doubt the independence of the auditors. Ernst & Young issued a corresponding declaration of independence.

The Supervisory Board agreed with the auditors that the latter would notify without delay of findings and occurrences material to the duties of the Supervisory Board that arise during execution of the audit. In line with this agreement, the auditors will advise the Supervisory Board, or note it in their audit report, if pieces of information are found during the audit that point to incorrectness in declaration pursuant to the Code submitted by the Management and Supervisory Boards.

**Compensation report**

The compensation report follows the recommendations of the German Corporate Governance Code and contains disclosures that, according to the requirements of the German Commercial Code (HGB) and the International Financial Reporting Standards (IFRS), are part of the notes as well as of the management report. It is therefore part of the audited consolidated financial statements and group management report. There is consequently no additional presentation of the details explained in this report in either the notes or the management report.

**Compensation of the Management Board**

The Supervisory Board decides on and regularly reviews the system for compensating members of the Management Board including the material contractual elements. The Supervisory Board's personnel committee, which mainly deals with concluding, amending, extending and terminating the employment and pension agreements of Management Board members, prepares the Supervisory Board's resolution.

The total compensation for members of the Management Board consists, in addition to fixed annual compensation (non-performance-related component) and a performance-related short-term component (profit share) measured against net income, also a share-based long-term component with risk character (bonus). This bonus is computed based on the market performance of the LEONI AG share and EVA (economic value added). The amounts paid out annually have upper limits. Amounts exceeding this limit are carried forward to the next year. The amounts carried forward expire upon the departure from the Company. Provision is made pro-rata over the vesting period for the amounts carried forward. Fifty percent of the bonus must be invested in LEONI shares, which are blocked for 50 months, within 20 days of payment. There are no share option programmes. The expense for compensating members of the Management Board totalled € 901 k in the 2008 financial year (previous year: € 4,675 k).

The table below provides individualised presentation of the expense for compensating members of the Management Board in the 2008 financial year:

	€ '000	Compensation				Total	Pensions	
		Non-performance-related component	Performance-related component	Component with long-term incentive effect	Other		Annual benefit once pension entitlement takes effect	Addition to pension provision in the fiscal year
<b>Dr K. Probst</b>	2008	455	245	(295)	28	433	239	117
	2007	455	1,241	365	27	2,088	239	129
<b>D. Bellé</b>	2008	300	200	(295)	33	238	170	111
	2007	300	600	365	32	1,297	170	125
<b>U. H. Lamann</b>	2008	300	200	(295)	25	230	188	542
	2007	300	600	365	25	1,290	135	153
<b>Total</b>	2008	1,055	645	(885)	86	901	597	770
<b>Total</b>	2007	1,055	2,441	1,095	84	4,675	544	407

Members of the Management Board did not receive any payments from the component with long-term incentive effect (bonus) for fiscal 2008 (previous year: € 200 k per Management Board member). Due to the sharp decline in the market performance of the LEONI AG share as well as the capital costs not covered by economic value added (EVA), the amounts carried forward in the bonus account in the previous years were used up in full and the provision made of € 295 k per Management Board member (total € 885 k) was therefore fully written back. Other compensation comprises the non-monetary benefits of being provided with the use of company cars and top-ups on insurance policies.

The table above shows the pension entitlements pertaining to each member of the Management Board as well as the addition to pension provisions during the financial year. This comprises service costs and past service costs. Pensions are paid to former Management Board members who have either reached the retirement age of 65 (or also of 63) years or are permanently disabled. The pensions of two Management Board members are measured – based on application of an agreed factor – against the retirement benefits of a Bavarian ministerial official. In the case of one Management Board member the pension entitlement is computed as a percentage of the final fixed annual salary.

The provision for dependants comprises payment of 60 percent of the retirement benefit for the spouse as well as 10 to 20 percent for children entitled to maintenance up to the end of their 27<sup>th</sup> year of age.

At the beginning of 2009 the service contracts of the Management Board members were extended to include a change-of-control clause. The details of this arrangement are presented in the section ➤ Disclosures pursuant to Art. 315 (4) of the German Commercial Code.

➤ from page 63 on

The compensation for members of the Supervisory Board is governed by the Company's Articles of Association. For the 2008 financial year, each member of this Board received a fixed amount of € 35 k. The chairman was paid double that amount while each deputy chairman received one and a half times the rate. Members of the personnel and audit committees received additional amounts of € 1,000 each, with the chairmen receiving € 1,500 each. In addition, there was a performance-related component amounting to 4 percent of the distributable profit, provided that this exceeds 4 percent of the share capital. This bonus was divided among the members of the Supervisory Board in the same proportions as the fixed compensation.

The compensation for members of the Supervisory Board in 2008 and 2007 breaks down as follows:

Receipts per Supervisory Board member	in € '000	Fixed compensation (net)	Performance- related compensation (net)	Other	Total
Dr Werner Rupp <sup>1)</sup>	2008	73	25	–	98
	2007	66	117	–	183
Franz Spieß <sup>2)</sup>	2008	54	19	–	73
	2007	53	95	–	148
Ernst Thoma <sup>3)</sup>	2008	55	19	–	74
	2007	61	106	–	167
Gabriele Bauer	2008	35	12	–	47
	2007	35	64	–	99
Josef Häring <sup>9)</sup>	2008	35	12	–	47
	2007	23	42	–	65
Ralf Huber <sup>9)</sup>	2008	36	12	–	48
	2007	24	42	–	66
Karl-Heinz Lach <sup>9)</sup>	2008	35	12	–	47
	2007	23	42	–	65
Dr Werner Marnette <sup>4)</sup>	2008	19	7	–	26
	2007	35	64	–	99
Horst Schmidmer	2008	35	12	–	47
	2007	35	64	–	99
Benno Schwiegershausen <sup>5)</sup>	2008	16	6	–	22
	2007	–	–	–	–
Paula Tsapanidis <sup>6)</sup>	2008	18	6	–	24
	2007	36	64	1	101
Wilhelm Wessels <sup>9)</sup>	2008	35	12	–	47
	2007	23	42	–	65
Helmut Wirtz <sup>7)</sup>	2008	17	6	–	23
	2007	–	–	–	–
Prof Dr-Ing Klaus Wucherer <sup>9)</sup>	2008	35	12	–	47
	2007	23	42	–	65
Frank Becker <sup>8)</sup>	2008	–	–	–	–
	2007	12	21	–	33
Dr Jürgen Behrend <sup>8)</sup>	2008	–	–	–	–
	2007	12	21	–	33
Gerhard Heßlinger <sup>8)</sup>	2008	–	–	–	–
	2007	12	21	–	33
Hans-Werner Jacob <sup>8)</sup>	2008	–	–	–	–
	2007	12	21	–	33
Hans Peuschel <sup>8)</sup>	2008	–	–	–	–
	2007	12	21	–	33
Total	2008	498	173	–	670
	2007	499	891	1	1,391

Addition of the individual payments in  
€ thousands in the adjoining table may deviate  
from the reported totals due to rounding.

<sup>1)</sup> Chairman

<sup>2)</sup> 1<sup>st</sup> Deputy Chairman

<sup>3)</sup> 2<sup>nd</sup> Deputy Chairman

<sup>4)</sup> Member until 16 July 2008

<sup>5)</sup> Member from 16 July 2008 on

<sup>6)</sup> Member until 30 June 2008

<sup>7)</sup> Member from 8 July 2008 on

<sup>8)</sup> Member until 3 May 2007

<sup>9)</sup> Member from 3 May 2007 on

## Declaration of Conformity

**Declaration of the Management and Supervisory Boards of LEONI AG in fiscal 2008 on the recommendations of the Government Commission on the German Corporate Governance Code in its versions dated 14 June 2007 and 6 June 2008 (most recently published in the electronic Bundesanzeiger on 8 August 2008) pursuant to Article 161 of the German Public Companies Act.**

The Management Board and Supervisory Board of LEONI AG in their joint meeting of 11 September 2008 approved the following Declaration of Conformity pursuant to Article 161 of the German Public Companies Act:

- I. The Management Board and Supervisory Board declare that, since issuing their last Declaration of Conformity in December 2007 up to and including 7 August 2008, they conformed without exception to the recommendations valid until that date of the Government Commission on the German Corporate Governance Code in its version of 14 June 2007.
- II. Furthermore, the Management Board and Supervisory Board declare that, from 8 August 2008, they have been conforming to the recommendations valid from that date of the Government Commission on the German Corporate Governance Code in its version of 6 June 2008, likewise without exception.
- III. The Management Board and Supervisory Board of LEONI AG also declare that in future, too, they intend to conform without exception to all the recommendations of the Government Commission on the German Corporate Governance Code in its version of 6 June 2008.

Nuremberg, December 2008.



LEONI AG

on behalf of the Management Board  
Dr Klaus Probst



LEONI AG

on behalf of the Supervisory Board  
Dr Werner Rupp

➔ The current Declaration of Conformity and the versions of the past five years can also be accessed on the internet at [www.leoni.com](http://www.leoni.com).